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RECORDATION NO. _____ FILED

DEC 29 '09 -12 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, NW
SUITE 301
WASHINGTON, DC
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

December 29, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 3-8601 Rider 1

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee Koch Nitrogen Company, LLC
4111 East 37th Street
Wichita, KS 67220]

Section Chief
December 29, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

194 railcars within the series SHPX 202141 - SHPX 202340 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Koch Nitrogen Company, LLC, a Delaware Limited Liability Company ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

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SURFACE TRANSPORTATION BOARD

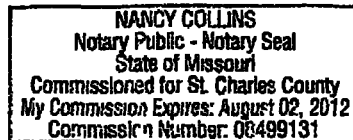
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: Umesh Choksi
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 18th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Koch Nitrogen Co.

Contract 3-8601 rider 1 dated 11/8/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202141
	Tank	SHPX	202142
	Tank	SHPX	202143
	Tank	SHPX	202144
	Tank	SHPX	202145
	Tank	SHPX	202146
	Tank	SHPX	202147
	Tank	SHPX	202148
	Tank	SHPX	202149
	Tank	SHPX	202151
	Tank	SHPX	202152
	Tank	SHPX	202153
	Tank	SHPX	202154
	Tank	SHPX	202155
	Tank	SHPX	202156
	Tank	SHPX	202157
	Tank	SHPX	202158
	Tank	SHPX	202159
	Tank	SHPX	202160
	Tank	SHPX	202161
	Tank	SHPX	202162
	Tank	SHPX	202163
	Tank	SHPX	202164
	Tank	SHPX	202165
	Tank	SHPX	202167
	Tank	SHPX	202168
	Tank	SHPX	202169
	Tank	SHPX	202170
	Tank	SHPX	202171
	Tank	SHPX	202172
	Tank	SHPX	202173
	Tank	SHPX	202174
	Tank	SHPX	202175
	Tank	SHPX	202176

Schedule A

Equipment

Koch Nitrogen Co.

Contract 3-8601 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202177
	Tank	SHPX	202178
	Tank	SHPX	202179
	Tank	SHPX	202180
	Tank	SHPX	202181
	Tank	SHPX	202182
	Tank	SHPX	202183
	Tank	SHPX	202184
	Tank	SHPX	202185
	Tank	SHPX	202186
	Tank	SHPX	202187
	Tank	SHPX	202188
	Tank	SHPX	202189
	Tank	SHPX	202190
	Tank	SHPX	202191
	Tank	SHPX	202193
	Tank	SHPX	202194
	Tank	SHPX	202195
	Tank	SHPX	202196
	Tank	SHPX	202197
	Tank	SHPX	202198
	Tank	SHPX	202199
	Tank	SHPX	202200
	Tank	SHPX	202201
	Tank	SHPX	202202
	Tank	SHPX	202203
	Tank	SHPX	202204
	Tank	SHPX	202205
	Tank	SHPX	202206
	Tank	SHPX	202207
	Tank	SHPX	202208
	Tank	SHPX	202209
	Tank	SHPX	202210
	Tank	SHPX	202211

Schedule A

Equipment

Koch Nitrogen Co.

Contract 3-8601 nder 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202212
	Tank	SHPX	202213
	Tank	SHPX	202214
	Tank	SHPX	202215
	Tank	SHPX	202216
	Tank	SHPX	202217
	Tank	SHPX	202218
	Tank	SHPX	202219
	Tank	SHPX	202220
	Tank	SHPX	202221
	Tank	SHPX	202222
	Tank	SHPX	202223
	Tank	SHPX	202224
	Tank	SHPX	202225
	Tank	SHPX	202226
	Tank	SHPX	202227
	Tank	SHPX	202228
	Tank	SHPX	202229
	Tank	SHPX	202230
	Tank	SHPX	202231
	Tank	SHPX	202232
	Tank	SHPX	202233
	Tank	SHPX	202234
	Tank	SHPX	202235
	Tank	SHPX	202236
	Tank	SHPX	202237
	Tank	SHPX	202238
	Tank	SHPX	202239
	Tank	SHPX	202240
	Tank	SHPX	202241
	Tank	SHPX	202242
	Tank	SHPX	202243
	Tank	SHPX	202244
	Tank	SHPX	202245

Schedule A

Equipment

Koch Nitrogen Co.

Contract 3-8601 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202246
	Tank	SHPX	202247
	Tank	SHPX	202248
	Tank	SHPX	202249
	Tank	SHPX	202250
	Tank	SHPX	202251
	Tank	SHPX	202252
	Tank	SHPX	202253
	Tank	SHPX	202254
	Tank	SHPX	202255
	Tank	SHPX	202256
	Tank	SHPX	202257
	Tank	SHPX	202258
	Tank	SHPX	202259
	Tank	SHPX	202260
	Tank	SHPX	202261
	Tank	SHPX	202262
	Tank	SHPX	202263
	Tank	SHPX	202264
	Tank	SHPX	202265
	Tank	SHPX	202266
	Tank	SHPX	202267
	Tank	SHPX	202268
	Tank	SHPX	202269
	Tank	SHPX	202270
	Tank	SHPX	202271
	Tank	SHPX	202272
	Tank	SHPX	202273
	Tank	SHPX	202274
	Tank	SHPX	202275
	Tank	SHPX	202276
	Tank	SHPX	202277
	Tank	SHPX	202278
	Tank	SHPX	202279

Schedule A

Equipment

Koch Nitrogen Co.

Contract 3-8601 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202280
	Tank	SHPX	202281
	Tank	SHPX	202282
	Tank	SHPX	202283
	Tank	SHPX	202284
	Tank	SHPX	202285
	Tank	SHPX	202286
	Tank	SHPX	202287
	Tank	SHPX	202288
	Tank	SHPX	202289
	Tank	SHPX	202290
	Tank	SHPX	202291
	Tank	SHPX	202292
	Tank	SHPX	202293
	Tank	SHPX	202294
	Tank	SHPX	202295
	Tank	SHPX	202296
	Tank	SHPX	202297
	Tank	SHPX	202298
	Tank	SHPX	202299
	Tank	SHPX	202300
	Tank	SHPX	202301
	Tank	SHPX	202303
	Tank	SHPX	202304
	Tank	SHPX	202305
	Tank	SHPX	202306
	Tank	SHPX	202307
	Tank	SHPX	202310
	Tank	SHPX	202311
	Tank	SHPX	202312
	Tank	SHPX	202313
	Tank	SHPX	202314
	Tank	SHPX	202315
	Tank	SHPX	202316

Schedule A

Equipment

Koch Nitrogen Co.

Contract 3-8601 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202317
	Tank	SHPX	202318
	Tank	SHPX	202319
	Tank	SHPX	202320
	Tank	SHPX	202321
	Tank	SHPX	202322
	Tank	SHPX	202323
	Tank	SHPX	202324
	Tank	SHPX	202325
	Tank	SHPX	202326
	Tank	SHPX	202327
	Tank	SHPX	202328
	Tank	SHPX	202329
	Tank	SHPX	202330
	Tank	SHPX	202331
	Tank	SHPX	202332
	Tank	SHPX	202333
	Tank	SHPX	202334
	Tank	SHPX	202335
	Tank	SHPX	202336
	Tank	SHPX	202337
	Tank	SHPX	202338
	Tank	SHPX	202339
	Tank	SHPX	202340

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated 12/29/09



Robert W Alvord